

**PULLMAN & COMLEY, LLC**

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*Attorneys for:*

*The States of CT, DE, RI, VT, OR and DC*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**In re:**

**PURDUE PHARMA, L.P., et al,<sup>1</sup>**

**Debtors.**

**Chapter 11**

**Case No. 19-23649 (RDD)**

**FEE APPLICATION COVER SHEET FOR SECOND INTERIM FEE APPLICATION**

First Interim/Final Fee application of: Pullman & Comley, LLC

Time Period: From: March 7, 2022 To: December 31, 2022

Bankruptcy Petition Filed: September 15, 2019

Date of Entry of Retention Order: Not applicable

**Amount Requested**

**Reductions**

Fees: \$40,701.50

Voluntary Fee Reductions: \$0

Expenses: \$0

Total: \$40,701.50

<sup>1</sup> The debtors in these chapter 11 cases ("Debtors" or "Purdue"), along with the last four digits of their federal tax identification numbers, are Purdue Pharma Manufacturing L.P. (3821), Purdue Pharma Inc. (7486), Purdue Transdermal Technologies K.P. (1868), Purdue Pharmaceuticals L.P. (0034), Imbrium Therapeutics L.P. (8810), Adlon Therapeutics L.P. (6745), Greenfield BioVentures L.P. (6150), Seven Seas Hill Corp. (4591), Ophir Green Corp. (4594), Purdue Pharma of Puerto Rico (3925), Avrio Health L.P. (4140), Purdue Pharmaceutical Products L.P. (3902), Purdue Neuroscience Company (4712), Nayatt Cove Lifescience Inc. (7805), Button Land L.P. (6166), Rhodes Associates L.P. (N/A), Paul Land Inc. (7425), Quidnick Land L.P. (7584), Rhodes Pharmaceuticals L.P. (6166), Rhodes Technologies (7143), UDF LP (0495), SVC Pharma LP (5717), and SVC Pharma Inc. (4014). The Debtors' principal offices are at One Stamford Forum, 201 Tresser Boulevard, Stamford, CT 06901.

**Retainer Request:**

Retainer Received           \_\_N/A\_\_  
Prior award applied       \_\_N/A\_\_  
Balance before this request   \_\_N/A\_\_

**Expense Detail:**

Retainer Received           \_\_N/A\_\_  
Prior award applied       \_\_N/A\_\_  
Balance before this request   \_\_N/A\_\_  
Copies per page cost and total\_\_N/A\_\_

**Hours and Rates Per Professional:**

<u>Name</u>	<u>Rate</u>	<u>Hours</u>
Irve J. Goldman	\$565	52.4
Geoffrey F. Fay	\$495	13.4
Jonathan A. Kaplan	\$425	10.5

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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**In re:**

**PURDUE PHARMA, L.P., et al,<sup>2</sup>**

**Debtors.**

**Chapter 11**

**Case No. 19-23649 (RDD)**

**SECOND INTERIM APPLICATION OF PULLMAN &  
COMLEY, LLC, FOR COMPENSATION FOR SERVICES  
RENDERED AS COUNSEL TO THE STATES OF CT,  
DE, RI, VT, OR AND DC FOR THE PERIOD FROM  
MARCH 7, 2022 THROUGH DECEMBER 31, 2022**

**Name of Applicant:**

Pullman & Comley, LLC (“P&C”)

**Engaged to provide  
professional services at  
various time to:**

The States of CT, DE, RI, VT, OR and DC

**Date of Retention:**

Not applicable

<sup>2</sup> The debtors in these chapter 11 cases (“Debtors” or “Purdue”), along with the last four digits of their federal tax identification numbers, are Purdue Pharma Manufacturing L.P. (3821), Purdue Pharma Inc. (7486), Purdue Transdermal Technologies K.P. (1868), Purdue Pharmaceuticals L.P. (0034), Imbrium Therapeutics L.P. (8810), Adlon Therapeutics L.P. (6745), Greenfield BioVentures L.P. (6150), Seven Seas Hill Corp. (4591), Ophir Green Corp. (4594), Purdue Pharma of Puerto Rico (3925), Avrio Health L.P. (4140), Purdue Pharmaceutical Products L.P. (3902), Purdue Neuroscience Company (4712), Nayatt Cove Lifescience Inc. (7805), Button Land L.P. (6166), Rhodes Associates L.P. (N/A), Paul Land Inc. (7425), Quidnick Land L.P. (7584), Rhodes Pharmaceuticals L.P. (6166), Rhodes Technologies (7143), UDF LP (0495), SVC Pharma LP (5717), and SVC Pharma Inc. (4014). The Debtors’ principal offices are at One Stamford Forum, 201 Tresser Boulevard, Stamford, CT 06901.

**Period for which compensation  
and reimbursement is sought:**

March 7, 2022 through December 31, 2022<sup>3</sup>

**Amount of Compensation sought  
as actual, reasonable and necessary:**

\$40,701.50

**Amount of Expense Reimbursement  
sought as actual, reasonable and  
necessary:**

\$0

**Voluntary Reductions:**

\$0.00

This is a(n): ☒ Interim ☐ Final application

**SUMMARY OF MONTHLY FEE STATEMENTS IN THE COMPENSATION PERIOD**

Docket Number	Period Covered	Fees Requested	Expenses Requested	Fees Paid	Expenses Paid	Total Unpaid
4989	3/7/22 to 6/27/22	\$16,756.00 <sup>4</sup>	\$0.00	\$13,404.80	N/A	\$3,351.20
5328	7/18/22 to 12/21/22	\$23,945.50 <sup>5</sup>	\$0.00	\$0.00	N/A	\$23,945.50

**SUMMARY OF PROFESSIONALS AND PARAPROFESSIONALS RENDERING  
SERVICES FROM MARCH 7, 2022 THROUGH DECEMBER 31, 2022**

Timekeeper Name	Title/Department	Hourly Rate	Hours	Amount
Irve J. Goldman	Partner	565	52.4	29,606.00
Geoffrey F. Fay	Partner	495	13.4	6,633.00
Jonathan A. Kaplan	Partner	425	10.5	4,462.50
<b>TOTAL ALL TIMEKEEPERS</b>			76.3	\$40,701.50
<b>Attorney Blended Rate</b>				\$533.44

<sup>3</sup> P&C's First Interim Fee Application (ECF No. 4809) covered the period ending March 31, 2022. The date of March 7, 2022 as the start of the interim period for which this Second Interim Fee Application is filed is the result of two time entries on March 7, 2022 and March 8, 2022, respectively, which were not recorded in time to be included in the First Interim Fee Application. All other time entries are from and after April 1, 2022.

<sup>4</sup> Gross amount before 20% holdback.

<sup>5</sup> Gross amount before 20% holdback.

**PULLMAN & COMLEY, LLC**  
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*Attorneys for*  
*The States of CT, DE, RI, VT, OR and DC*

**UNITED STATES BANKRUPTCY COURT**  
**SOUTHERN DISTRICT OF NEW YORK**

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**In re:**

**PURDUE PHARMA, L.P., et al.,**

**Debtors.**

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)  
) Chapter 11  
)  
) Case No. 19-23649 (RDD)  
)  
) (Jointly Administered)  
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**SECOND INTERIM APPLICATION OF PULLMAN  
& COMLEY, LLC, FOR COMPENSATION FOR SERVICES  
RENDERED AS COUNSEL TO THE STATES OF CT, DE,  
RI, VT, OR AND DC, FOR THE PERIOD FROM  
MARCH 7, 2022 THROUGH DECEMBER 31, 2022**

Pullman & Comley, LLC (“P&C”), counsel the States of Connecticut, Delaware, Rhode Island, Vermont, Oregon and the District of Columbia (collectively, the “States”), in connection with its representation of the States in the chapter 11 case of Purdue Pharma, L.P. and its affiliated debtors and debtors in possession (collectively, the “Debtors”), and pursuant to this Court’s Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals (ECF No. 529) (the “Interim Compensation Order”) and this Court’s Order Pursuant to 11 U.S.C. §§ 105 and 363(b) Authorizing and Approving Settlement Term Sheet (ECF No. 4503) (the “Approval Order”), hereby submits its second interim application (the “Application”) for allowance of compensation a for the period of March 7,

2022<sup>1</sup> through December 31, 2022 (the “Fee Period”). By this Application, P&C seeks an interim allowance of compensation in the amount of \$40,701.50; no expense reimbursement is sought. In support of this Application, P&C respectfully states as follows:

### **INTRODUCTION**

1. By this Application, P&C seeks: (i) interim allowance of compensation for the professional services rendered by P&C during the Fee Period in the amount of \$40,701.50.
2. This Application has been prepared in accordance with the Interim Compensation Order and the Approval Order. Pursuant to ¶4 of the Approval Order, the Debtors’ agreement to pay or reimburse the fees and expenses of counsel for the States (referred to in the Approval Order as the “Nine”) was authorized, subject to compliance with the Interim Compensation Order and the filing of monthly fee statements required thereby and provided further that:

the standard for authorization of payment of the attorneys’ fees and expenses of each of the Nine shall be whether such fees and expenses are (a) reasonable and documented and (b) reimbursable under the Term Sheet; provided further that, for the avoidance of doubt, the attorneys of the Nine shall not be considered retained professionals of the Debtors or Creditors’ Committee and the retention of the attorneys of the Nine shall not be required to satisfy the standards for retention set forth in sections 327-328 or 1103 of the Bankruptcy Code.

Approval Order ¶4.

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<sup>1</sup> P&C’s First Interim Fee Application (ECF No. 4809) (the “First Interim Fee Application”) covered the period ending March 31, 2022. The date of March 7, 2022 as the start of the interim period for which this Second Interim Fee Application is filed is the result of two time entries on March 7, 2022 and March 8, 2022, respectively, which were not recorded in time to be included as part of the First Interim Fee Application.

### **JURISDICTION AND VENUE**

3. This Court has jurisdiction over this Application pursuant to 28 U.S.C. § 1334. Approval of this Application is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
4. Venue in this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
5. The statutory bases for the relief requested herein are Bankruptcy Code sections 330, 331, 363(b) and 105(a), Bankruptcy Rule 2016 and Local Bankruptcy Rule 2016-1.

### **BACKGROUND**

#### **A. The Debtors' Chapter 11 Cases and P&C's Engagement**

6. On September 15, 2019 (the "Petition Date"), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108. The Debtors' chapter 11 cases (the "Chapter 11 Cases") are jointly administered for procedural purposes only. No trustee or examiner has been appointed in the Chapter 11 Cases.
7. P&C was initially engaged for the State of Connecticut to oppose confirmation of the Debtors' plan of reorganization, which eventually became the Twelfth Amended Joint Chapter 11 Plan of Reorganization of Purdue Pharma L.P. and its Affiliated Debtors (ECF No. 3726) (the "Plan"), and after confirmation, to seek a stay or stays pending appeal and certification for a direct appeal to the Second Circuit Court of Appeals.
8. Later in the proceedings, P&C continued to represent the State of Connecticut but was also engaged by different groups of the States in connection with and in furtherance of the appeal of this Court's Findings of Fact, Conclusions of Law, And Order Confirming The Twelfth Amended Joint Chapter 11 Plan of Reorganization of Purdue Pharma L.P. and Its Affiliated Debtors (ECF No. 3787) (the "Confirmation Order") to the United States District Court for the Southern District of New York (McMahon, J.) (the "District Court"), stay proceedings in

connection therewith and the negotiation and implementation of a settlement with respect the appeal of the Debtors and other case constituents of the Decision and Order on Appeal of the United States District Court for the Southern District of New York (McMahon, J.), entered on December 16, 2021 in 7:21-cv-07532-CM (ECF No. 279) (the “District Court Decision”).

**B. Monthly Fee Statements Filed in the Fee Period**

9. On July 29, 2022, P&C filed and served the Third Monthly Fee Statement of Pullman & Comley, LLC for Professional Rendered and Disbursements Incurred as Counsel to the States of CT, DE, RI, VT, OR and DC, for the Period of February 25, 2021 through and including February 27, 2022 (ECF No. 4989) (the “Third Monthly Fee Statement”), pursuant to which P&C sought payment of (i) \$13,404.80 (80% of \$16,756.00) as compensation for professional services rendered. P&C did not receive any objections to its Third Monthly Fee Statement and has received payment in respect thereof from the Debtors.

10. On January 6, 2023, P&C filed and served the Fourth Monthly Fee Statement of Pullman & Comley, LLC for Professional Rendered and Disbursements Incurred as Counsel to the States of CT, DE, RI, VT, OR and DC, for the Period of July 18, 2022 through December 31, 2022 (ECF No. 5328) (the “Fourth Monthly Fee Statement”), pursuant to which P&C sought payment of (i) \$19,156.40 (80% of \$23,945.50) as compensation for professional services rendered. P&C did not receive any objections to its Fourth Monthly Fee Statement but has not yet received payment in respect thereof from the Debtors.



## **DESCRIPTION OF SERVICES<sup>2</sup>**

11. By the Application, P&C seeks allowance of compensation for professional services rendered for and on behalf of the States during the Fee Period. A detailed description of services rendered during the Fee Period is annexed hereto as Exhibit “A” in the form of P&Cs regularly issued monthly invoices. Annexed hereto as Exhibit “B” is a summary of compensation by timekeeper.

12. P&C’s services during the Fee Period principally related to reviewing, discussing with representatives of the Nine and making proposed revisions and comments to the draft of a Collateral Trust and Intercreditor Agreement (“ICA”) that is to be entered into as ancillary to the Direct Settlement Agreement dated March 11, 2022, the term sheet for which was approved by the Approval Order, attending to the formation of and documentation relating to a “SOAF Committee” for purposes of the ICA, preparing for and attending hearings in the case on June 12, 2022 and August 17, 2022, and attending to the preparation and filing of the First Interim Fee Application and the Third Monthly Fee Statement and Fourth Monthly Fee Statement.

14. The services rendered by P&C during the Fee Period are itemized as set forth in Exhibit “A”. The attorneys that rendered services to the States, along with the number of hours for each individual and the total compensation sought for each service, are listed in the Fee Application Cover Sheet and summary presentation which precedes this Second Interim Fee Application. It is submitted that the compensation requested is based on the customary

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<sup>2</sup> Unlike other case professionals that were retained pursuant to Court order or were otherwise subject to the Interim Compensation Order from or shortly after the outset of their engagements, P&C had no reason to believe it would be necessary to (and did not) separate the recordation of its time into project categories and provide the additional information that is required by the Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York (June 17, 2013) promulgated pursuant to Local Bankruptcy Rule 2016-1(a) and the United States Trustee’s Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 for Attorneys in Larger Chapter 11 Cases, 78 Fed. Reg. 36248, effective as of November 1, 2013. Under the Approval Order, the standard for approval of P&C’s fees is whether they are “reasonable and documented.”

compensation charged by comparatively skilled practitioners in cases other than cases under title

11

### **DISBURSEMENTS**

15. P&C did not incur any out-of-pocket expenses during the Fee Period.

### **VALUATION OF SERVICES & RELIEF REQUESTED**

16. Attorneys employed by P&C have expended a total of 52.4 hours in connection with this matter during the Fee Period detailed below. The nature of the work performed by these persons is fully set forth in the detail attached hereto as Exhibit "A". The hourly rates set forth above were P&C's current hourly rates for work of this nature at the time the services were rendered. It is submitted that the reasonable value of the services rendered by P&C for the Fee Period as counsel to the States is 40,701.50.

17. In addition, in accordance with the factors enumerated in section 331 of the Bankruptcy Code, if they were applicable, the amount requested is fair and reasonable given (a) the complexity of the litigation, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the cost of comparable services other than in a case under this title.

18. This is P&C's second interim application. Other than the two prior monthly fee statements that are covered by this Application, no prior application has been made to this or any other Court for this Fee Period or for the allowance of fees and disbursements sought herein.

19. This Application covers the period of March 7, 2022 through December 31, 2022. P&C has and will continue to perform additional necessary services subsequent to December 31, 2022, for which P&C will file subsequent monthly fee statements and applications as required.

**WHEREFORE**, P&C respectfully requests the Court enter an order, substantially in the form attached hereto, providing: (a) that an interim allowance be made to P&C for the period

from March 7, 2022 through December 31, 2022 in the amount of \$40,701.50 as compensation for necessary professional services rendered; and (b) for such other and further relief as the Court may deem just and proper.

Dated: Bridgeport, Connecticut  
February 14, 2023

Respectfully submitted,

**PULLMAN & COMLEY, LLC**

/s/Irve J. Goldman

Irve J. Goldman, Esq. (ct02404)

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